

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

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BLUE ANGEL FILMS LTD. and

08 Civ. 6469 (DAB)

MIROMAR ENTERTAINMENT AG,

ECF Case

Plaintiffs,

-against-

FIRST LOOK STUDIOS, INC.,

Defendant.

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**DECLARATION OF CHARLES M. COATE IN SUPPORT OF MOTION TO
WITHDRAW AS COUNSEL OF RECORD FOR DEFENDANT FIRST LOOK
STUDIOS, INC.**

Charles M. Coate, Admitted *Pro Hac Vice*
Attorney for Defendant
COSTA ABRAMS & COATE LLP
1221 Second Street, Third Floor
Tel: (310) 576-6161
Fax: (310) 576-6160

DECLARATION OF CHARLES M. COATE

I, CHARLES M. COATE, declare as follows:

1. I am an attorney at law duly licensed and admitted to practice before the U.S. Supreme Court, the U.S. Court of Appeals for the Ninth Circuit, the courts of the State of California and the Central District of California, and have been admitted *pro hac vice* for purposes of this action in the Southern District of New York. I am a name partner in the law firm of Costa Abrams & Coate LLP, counsel of record for Defendant First Look Studios, Inc. (“Defendant”). The matters set forth herein are true and correct and of my own personal knowledge, and if called upon to testify to these matters, I could and would do so competently. I submit this declaration in support of the motion to withdraw as counsel of record for Defendant brought by William R. Horner and I in this case.

2. We respectfully seek to withdraw as counsel for several independent reasons: (1) Defendant has gone out of business and closed its offices; there are no longer any directors, officers or employees of First Look Studios, Inc. to communicate with; and counsel for the assignee for the benefit of creditors Phillip Gasteier has represented that that the assignee for benefit of creditors has no intention of defending any ongoing litigation involving First Look Studios, Inc. and that it will not pay counsel to do so.

3. In late November 2010 upon my return to the office from a vacation, I accessed Defendant’s website (www.firstlookstudios.com) which indicated that as of

November 19, 2010, Defendant's senior secured creditors "foreclosed on substantially all of the assets of First Look Studios." Attached hereto as **Exhibit "A."** is a true and correct copy of a notice from Defendant's website that I printed out confirming this. This notice also indicates that First Look (Assignment for the Benefit of Creditors), LLC "will compile all claims of creditors and distribute recoveries (if any) on a pro-rata basis to creditors based on each claim's priority. All potential creditors will be sent a Notice of the General Assignment and a proof of claim form in mid December, at which time they can file a claim."

4. I was informed on a conference call on or about November 30, 2010 between Trevor Short, the former CEO of First Look Studios, Inc., David Wardle, Esq. former in-house counsel working on behalf of First Look Studios, Inc. and Phillip Gasteier, Esq., who identified himself as counsel for the assignee for the benefit of creditors of First Look Studios, Inc. that Defendant has closed its offices and that there are no longer any officers, directors or employees of First Look Studios, Inc.

5. I am aware that this Court has Ordered Defendant to produce "damages discovery in connection with the plaintiffs' contract claim shall be completed by December 17, 2010." However, the undersigned is unable to comply with that Order since there is no one to communicate with and obtain the requested documentation.

6. My law firm has not been compensated for any time incurred on behalf of

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First Look Studios, Inc. subsequent to October 2010.

I declare under penalty of perjury under the laws of the State of New York and the United States of America that the foregoing is true and correct and was executed on December 8, 2010, at Santa Monica, California.

/s/ Charles M. Coate

CHARLES M. COATE

With effect from November 19, 2010, Millennium Entertainment, LLC has acquired substantially all of the assets of First Look Studios, Inc. from the senior secured creditors of First Look Studios, free and clear of any claims against First Look Studios. Millennium Entertainment has also successfully employed many of the former key management and staff of First Look Studios.

Millennium Entertainment may be contacted as follows:

Millennium Entertainment, LLC
5900 Wilshire Blvd
18th Floor
Los Angeles, CA 90036
Phone: 310.893.6289
Fax: 323.937.0570
info@millenniumentertainment.me
www.millenniumentertainment.me

The senior secured creditors of First Look Studios, Inc. foreclosed on substantially all of the assets of First Look Studios. As a result, First Look Studios is going out of business by way of an assignment for the benefit of creditors, a state level insolvency under the laws of California. Any correspondence or questions should be directed to:

First Look (Assignment for the Benefit of Creditors), LLC
P.O. Box 391600, Mountain View, CA 94039-1600
FirstLookABC@shrwood.com
(650) 618-1933

First Look (Assignment for the Benefit of Creditors), LLC will compile all claims of creditors and distribute recoveries (if any) on a pro-rata basis to creditors based on each claim's priority. All potential creditors will be sent a Notice of the General Assignment and a proof of claim form in mid December, at which time they can file a claim.